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**The Morgan Crucible Company plc**15<sup>th</sup> March 2004

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Office of International Corporate Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549



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Re: The Morgan Crucible Company plc – File No. 82-3387**SUPPL**

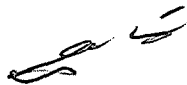
Ladies and Gentlemen:

The enclosed material is furnished pursuant to Rule 12g3-2(b) on behalf of The Morgan Crucible Company plc (the 'Company'), File No.82-3387.

Such material shall not be deemed to be 'filed' with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the 'Act').

The furnishing of any such material shall not constitute an admission for any purpose that the Company is subject to the Act.

Sincerely,



 **David Coker**  
Company Secretary

**PROCESSED**

MAR 17 2004

**THOMSON  
FINANCIAL**

Enclosure



## Full Text Announcement

Other Announcements from this Company

ISSUER

The Morgan Crucible Company plc

FILE NO.

82-3387

Company Morgan Crucible Co PLC  
TIDM MGCR  
Headline Result of Equity Issue  
Released 15:42 12 Mar 2004  
Number 4965W

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## THE MORGAN CRUCIBLE COMPANY PLC

12 March 2004

*95% take up of Morgan Crucible Rights Issue*

The Morgan Crucible Company plc ("Morgan Crucible") today announces that it has received valid acceptances in respect of 54,990,916 new Morgan Crucible shares, representing 95% of the total number of new Morgan Crucible shares offered to shareholders, pursuant to the 1 for 4 Rights Issue announced by Morgan Crucible on 19 February 2004 (the "Rights Issue"). A total of 58,019,093 new Morgan Crucible shares were offered to shareholders in the Rights Issue, which closed at 11.00 a.m. today.

Subscribers have been procured for the remaining 3,028,177 new Morgan Crucible shares, for which valid acceptances were not received, at a price of 135.5 pence per share. The net proceeds from the sale of these shares, after the deduction of the Rights Issue price of 100 pence per new Morgan Crucible share and relevant costs, will be paid to shareholders who have not taken up their entitlements, pro rata to their lapsed provisional allotments. As a result of the procurement of subscribers, neither the underwriters nor the sub-underwriters will be required to subscribe for any new Morgan Crucible shares.

The Rights Issue was fully underwritten by Cazenove & Co. Ltd.

Mr Warren Knowlton, Group Chief Executive, commented:

"We are delighted to have received such strong support from our shareholders. The Rights Issue enables us to press ahead vigorously with our programme of cost reduction and profit improvement to drive future profitability and cash flow generation."

## Enquiries

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*Definitions used in the prospectus dated 19 February 2004 issued by the Company shall have the same meanings when used in this announcement unless the context otherwise requires.*

*This announcement shall not constitute or form any part of, and should not be construed as any offer or invitation to subscribe for, underwrite or otherwise acquire, or any solicitation of any offer to purchase or subscribe for New*

Ordinary Shares (the "Securities").

*The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "Securities Act") or under the laws of any State in the United States nor will they qualify for distribution under any of the relevant securities laws of the Excluded Territories nor has any Prospectus in relation to the New Ordinary Shares been lodged with or registered by the Australian Securities and Investments Commission. Accordingly, subject to certain exemptions, the Securities may not be offered, sold, delivered or transferred, directly or indirectly, in or into the United States or the Excluded Territories or any other jurisdiction where to do so would be illegal. There is no public offer of Securities in the United States or any Excluded Territory.*

*This announcement is not for publication or distribution or release, directly or indirectly, in either the United States, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or to publications with a general circulation in those jurisdictions.*

*Cazenove & Co. Ltd is acting as financial adviser, sponsor and broker to the Rights Issue and no-one else and will not be responsible to anyone other than Morgan Crucible for providing the protections afforded to clients of Cazenove & Co. Ltd nor for providing advice in connection with the Rights Issue or the contents of the Prospectus or this announcement or any other matter referred to therein.*

END

Close

